

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

FILED

2001 MAY -2 PM 3:37

In re:

) Chapter 11

W. R. GRACE & CO., et al.,<sup>1</sup>

) Case No. 01-01139 (JJF)

) (Jointly Administered)

Debtors.

)

STATE OF ILLINOIS )

ss:

COUNTY OF COOK )

**SECOND SUPPLEMENTAL AFFIDAVIT OF JAMES H.M. SPRAYREGEN  
UNDER 11 U.S.C. § 327(a) AND FED. R. BANKR. P. 2014**

JAMES H.M. SPRAYREGEN, ESQUIRE, being duly sworn, deposes and says:

1. I am a partner in the firm of Kirkland & Ellis ("K&E"), 200 East Randolph Drive, Chicago, Illinois 60601. I am admitted to practice in the Supreme Court of Illinois, the

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

United States District Court for the Northern District of Illinois, the United States Court of Appeals for the Seventh Circuit, the United States District Court for the Eastern District of Wisconsin, the United States District Court for the Western District of Michigan, the Supreme Court of New York, the Southern District of New York, the Eastern District of New York, the United States District Court for Arizona and the Supreme Court of the United States. I am authorized to make this affidavit on K&E's behalf.

2. On April 2, 2001 (the "Petition Date"), each of the Debtors filed a voluntary petition (collectively, the "Chapter 11 Cases") for relief under chapter 11 of title 11 of the United States Code (as amended, the "Bankruptcy Code"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 12, 2001, the office of the United States Trustee appointed (i) a committee of unsecured creditors in the Chapter 11 Cases (the "Creditors' Committee"), (ii) a committee of asbestos personal injury claimants (the "Asbestos Personal Injury Committee") and (iii) a committee of asbestos property damage claimants (the "Asbestos Property Damage Committee," collectively with the Creditors' Committee and the Asbestos Personal Injury Committee, the "Committees").

3. On April 2, 2001, K&E filed an application to be retained as attorneys for the Debtors (the "Application") in the Chapter 11 Cases. Notice of the motion was sent out on April 3, 2001, with a deadline date for objections of April 18, 2001. A hearing has been set for May 3, 2001, in this and other matters. The following affidavits in support of the Application have been filed on behalf of K&E:



- a. Affidavit of James H.M. Sprayregen in Support of Application for Order Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) Authorizing the Employment and Retention of Kirkland & Ellis as Attorneys for the Debtors and Debtors in Possession (the "Original Affidavit").
- b. First Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 (the "First Supplement," together with the Original Affidavit, the "Affidavits").

4. This supplement to the Affidavits (the "Second Supplement") is made pursuant to Fed. R. Bankr. P. 2014(a). Kirkland & Ellis will continue to report, upon identification, its connection to any of the entities listed on the exhibits attached to the Affidavits, members of the Committees and the professionals appointed by the Committees (when appointed) and any other entities where a potential conflict of interest may arise. Exhibit A to the Second Supplement contains a list of (i) the entities and individuals comprising the membership of the Committees and (ii) the named co-defendants in certain litigation naming W. R. Grace & Co. as defendant.

5. K&E's conflicts search of the individuals and entities listed in Exhibit A to the Second Supplement that K&E was able to locate using its reasonable efforts, the results of which are listed below, reveals, to the best of my knowledge, that K&E remains disinterested within the meaning of 11 U.S.C. § 101(14), as modified by 11 U.S.C. § 1107(b), and neither holds nor represents interests adverse to the Debtors or to the Debtors' estates:<sup>2</sup>

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<sup>2</sup> The table contained herein lists only entities that were not disclosed with respect to one or more of the exhibits to the Affidavits. For example, J.P. Morgan Chase & Co. ("J.P. Morgan") is listed as a member of the Unsecured Creditors' Committee and is thus listed in Exhibit A. J.P. Morgan is not listed in the Second Supplement, however, because K&E's unrelated representation of J.P. Morgan was previously disclosed in the Original Affidavit.

Name of Entity Searched	Name of Entity that is a K&E Client	Name of Affiliate of Entity that is a K&E Client	Brief Description of Representation
Bankers Trust Company		(1) Deutsche Bank A.G. (2) Deutsche Bank Securities, Inc. (3) Bankers Trust Foreign Investment Corp.	K&E represents Deutsche Bank A.G. and certain of its subsidiaries in ongoing transactional matters that are unrelated to the Debtors.
The Prudential Insurance Company of America		(1) Prudential Plaza Associates (2) Prudential Equity Investors (3) Prudential Vector Healthcare Group	K&E represents Prudential Equity Investors and other affiliates of The Prudential Insurance Company of America in ongoing portfolio investment and other transactional matters that are unrelated to the Debtors. A number of other affiliates of The Prudential Insurance Company of America are dormant clients with no ongoing representation by K&E.


6. K&E will continue to periodically review its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use reasonable efforts to identify such further developments and will promptly file a supplemental affidavit as Fed. R. Bankr. P. 2014(a) requires.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

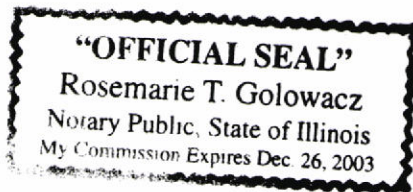
Executed on 04/30, 2001

  
JAMES H.M. SPRAYREGEN, ESQ.  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, Illinois 60601  
312/861-2000  
312/861-2200 (fax)

Subscribed and sworn to before me  
this 30 day of April, 2001

  
Notary Public

My Commission expires: December 26, 2003



**EXHIBIT A**

**MEMBERS OF UNSECURED CREDITORS' COMMITTEE**

1. Zhagrus Environmental, Inc.
2. The Bank of New York, as Indenture Trustee
3. Bankers Trust Company, as Indenture Trustee
4. Sealed Air Corporation
5. ABN Amro Bank N.V.
6. First Union National Bank
7. J.P. Morgan Chase & Co.
8. Bank of America, N.A.
9. Wachovia Bank & Trust Co., N.A.

**ASBESTOS PROPERTY DAMAGES COMMITTEE**

1. Marco Barbenti, class representative
2. Pacific Freeholds
3. The Trustees of Princeton University
4. The Prudential Insurance Company of America

**ASBESTOS PERSONAL INJURY COMMITTEE**

1. John Russell
2. Thomas J. Jones
3. John Smutko
4. Jennette Parent, representative of estate of Thomas Parent
5. Steven Jones, representative of estate of Barbara Ellen Hammack
6. Royce N. Ryan
7. Roberta Jeffrey, Esq., representative of estate of Frank Jeffrey
8. Anthony Angiuli
9. Beverly Maulden, representative of John Wesley Maulden
10. Harvey Bair
11. Nathan O. Philips, Jr.



**Additional Parties to Non-Asbestos Litigation**

1. Hays Lemmerz International - Ohio, Inc. (successor-in-interest to Motor Wheel Corporation)
2. Lansing Board of Water & Light
3. Textron, Inc.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (RJN)
	)	Jointly Administered
Debtors.	)	

**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE	)	
	)SS	
COUNTY OF NEW CASTLE	)	

Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 2nd day of May, 2001 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

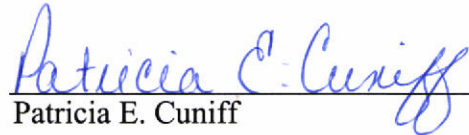
<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.



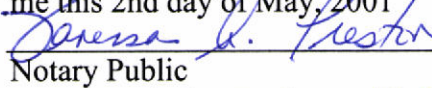
1. Second Supplemental Affidavit of James H.M. Sprayregen Under 11

U.S.C. §327(a) and Fed. . Bankr. P. 2014.

Dated: May 2, 2001

  
Patricia E. Cuniff

Sworn to and subscribed before  
me this 2nd day of May, 2001

  
Notary Public

My Commission Expires: 03-21-02

W. R. Grace 2002 Service List  
Case No. 01-1139 (RJN)  
Doc. No. 21948  
May 2, 2001  
11 – Hand Delivery  
07 – Federal Express  
61 – First Class Mail

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